

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

U.S. SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

BRIAN H. STOKER,

Defendant.

Case No. 11-CIV-7388 (JSR)

**DECLARATION OF JAN NIELSEN LITTLE IN SUPPORT OF
BRIAN H. STOKER'S MOTION TO DISMISS COMPLAINT**

I, Jan Nielsen Little, declare and state that:

1. I am an attorney licensed to practice law in the State of California and am a partner with the law firm of Keker & Van Nest LLP, located at 633 Battery Street, San Francisco, California 94111, counsel for Defendant Brian H. Stoker in the above-captioned action. I am duly admitted to practice law before this Court. Except where expressly stated, I have knowledge of the facts set forth herein, and if called to testify as a witness thereto, could do so competently under oath.

2. Attached hereto as **Exhibit A** is a true and correct copy of the relevant excerpts of the Class V Funding III, Ltd. Preliminary Discussion Materials (“Pitch Book”), dated February 2007.

3. Attached hereto as **Exhibit B** is a true and correct copy of the relevant excerpts of the Class V Funding III, Ltd. Offering Circular, dated February 26, 2007.

4. Attached hereto as **Exhibit C** is a true and correct copy of the relevant excerpts of the Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Sections 203(e), 203(f), and 203(k) of the Investment Advisors Act of 1940, Making Findings, and Imposing Remedial Sanctions and Cease-and-Desist Orders, *In re Credit Suisse Alternative Capital LLC*, Admin. Proceeding No. 3-14594 (SEC Oct. 19, 2011).

5. Attached hereto as **Exhibit D** is a true and correct copy of the relevant excerpts of the November 9, 2011 Reporter’s Transcript in *SEC v. Citigroup Global Markets, Inc.* (S.D.N.Y. Case No. 11-CV-07387).

6. Attached hereto as **Exhibit E** is a true and correct copy of the relevant excerpts of the October 25, 2011 Reporter’s Transcript in *SEC v. Steffelin* (S.D.N.Y. Case No. 11-CIV-04204).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed on December 16, 2011, at San Francisco, California.

/s/ Jan Nielsen Little

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